

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

DANIEL J. SULLIVAN

Plaintiff,

v.

WILLIAM K. WOODRUFF, III,
WOODRUFF FAMILY, LTD. and
OPTICAL SWITCH CORPORATION

Defendants.

Civil Action No.
05-CV-10310-MLW

STIPULATION AND ORDER OF DISMISSAL WITH PREJUDICE

Pursuant to Rule 41(a)(1)(ii) of the Federal Rules of Civil Procedure, the parties hereto, by their respective undersigned counsel of record, hereby stipulate and agree to the dismissal of the within action with prejudice, each party to bear his or its own attorneys' fees and costs, with all rights of appeal waived.

Dated: April 21, 2006

DECHERT LLP

By: /s/ Bernard J. Bonn III

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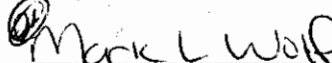
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ATTORNEYS FOR DEFENDANTS
WILLIAM K. WOODRUFF, III, WOODRUFF
FAMILY, LTD. and
OPTICAL SWITCH CORPORATION

SO ORDERED:



Mark L. Wolf, C.J.
United States District Court

Dated: April 24, 2006

